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**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE BED BATH & BEYOND
STOCKHOLDER DERIVATIVE
LITIGATION

Master File No. 2:20-cv-08673-MCA-MAH

**STIPULATION AND ORDER TO DISMISS
ACTION WITH PREJUDICE**

Counsel for Plaintiffs Olufemi Salu, Kevin Grooms, and Greg Mantia (“Plaintiffs”) and for Nominal Defendant Bed Bath & Beyond, Inc. (“BBBY”) and Defendants Stephanie Bell-Rose, Robyn M. D’Elia, Harriet Edelman, John E. Fleming, Patrick R. Gaston, Sue E. Gove, Jeffrey A. Kirwan, Johnathan B. Osborne, Harsha Ramalingam, Virginia P. Ruesterholz, Joshua E. Schechter, Mark J. Tritton, Andrea Weiss, Mary A. Winston, and Ann Yerger (with BBBY, “Defendants”) respectfully submit this stipulation and proposed order voluntarily dismissing the above-captioned action with prejudice, and states as follows:

WHEREAS, the above-captioned, consolidated action *In re Bed Bath & Beyond Stockholder Derivative Litigation*, 2:20-cv-08673-MCA-MAH (D.N.J.) (the “Federal Action”) is

related to the action *In re Bed Bath & Beyond Stockholder Derivative Litigation*, Index No. 516051/2020 (NY. Sup. Ct., Kings County) (“New York Action”);

WHEREAS, the Parties in this action and the New York Action reached a global resolution with the plaintiffs in the New York Action, and the plaintiffs in the New York Action moved for preliminary approval on June 14, 2022, including filing the Stipulation of Settlement (“Stipulation”), which incorporated the terms of the global settlement;

WHEREAS, on June 22, 2022, Justice Leon Ruchelsman preliminarily approved the settlement in the New York Action;

WHEREAS, on August 2, 2022, the plaintiffs in the New York Action moved for final approval of the Settlement;

WHEREAS, on September 21, 2022, Justice Ruchelsman finally approved the settlement in the New York Action and entered the Final Order and Judgment;

WHEREAS, pursuant to the Stipulation, after the Effective Date, as defined in the Stipulation, the Parties to the Federal Action must file a stipulation to dismiss the Federal Action with prejudice (Stipulation ¶5.1);

WHEREAS, the Effective Date has passed;

WHEREAS, pursuant to the Stipulation, the Parties request that the Court dismiss the Federal Action with prejudice, as the claims that Plaintiffs brought on behalf of BBBY have been settled in the New York Action;

WHEREAS, notice of the dismissal of the Federal Action is unnecessary as BBBY shareholders were already provided notice of the settlement of the New York Action, which included the Federal Action, BBBY shareholders were already given the opportunity to object to the settlement, and, pursuant to the terms of the Stipulation, Plaintiffs would dismiss this action

after the Effective Date; and

WHEREAS, the Parties agree that each shall bear its own fees, costs, and expenses, except as otherwise set forth in the Stipulation incorporated in the Final Order and Judgment in the New York Action;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED among the Parties, through their respective counsel, as follows:

1. The Federal Action shall be dismissed in its entirety with prejudice.
2. For the reasons stated above, notice to BBBY shareholders of this voluntary dismissal with prejudice has been provided.
3. The Parties shall each bear its own fees, costs, and expenses, except as otherwise set forth in the Stipulation, incorporated in the Final Order and Judgment in the New York Action.

IT IS SO STIPULATED.

Dated: November 14, 2022

/s/ Laurence M. Rosen

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*Attorneys for Defendants and Nominal
Defendant Bed Bath & Beyond Inc.*

SO ORDERED this 15th day of November, 2022.

A handwritten signature in blue ink, appearing to read 'M. Cox', is positioned above a horizontal line.

Hon. Madeline Cox Arleo
United States District Judge